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Facsimile: 404-881-7777  
Email: sage.sigler@alston.com

*Attorneys for SunTrust Robinson Humphrey, Inc.*

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Judge R. Kimball Mosier

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**SECOND AND FINAL APPLICATION OF  
SUNTRUST ROBINSON HUMPHREY, INC. FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT FOR EXPENSES INCURRED  
AS INVESTMENT BANKER TO THE DEBTOR  
(REQUESTING REIMBURSEMENT OF EXPENSES ONLY)**

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SunTrust Robinson Humphrey, Inc. ("STRH") as investment banker to the above captioned debtor (the "Debtor") hereby submits this Second and Final Application of SunTrust

Robinson Humphrey, Inc. for Compensation for Services Rendered and Reimbursement for Expenses Incurred as Investment Banker to the Debtor. In support of its application (the “Final Application”), STRH respectfully represents as follows:

### **Introduction**

1. By order of the Court, STRH previously was awarded compensation for its professional services to the Debtor, in the form of an “Advisory Fee” in the discounted amount of \$525,000 (the “Advisory Fee”). The Debtor has paid the Advisory Fee to STRH. As such, STRH has received all “compensation” to which it is entitled. It is not requesting additional compensation in this Final Application. This application is limited to a request for reimbursement of expenses.

2. Given the extraordinarily level of contention and litigiousness exhibited in this chapter 11 case (the “Case”), STRH’s First Fee Application (as more fully defined below) was limited to a request for professional compensation, and did not include a request for reimbursement of expenses. As stated in that first interim application, however, STRH reserved its right to request reimbursement of expenses in a future application. It does so now.

3. STRH makes this Final Application for payment of professional services rendered and expenses incurred as investment banker to the Debtor as provided under sections 330, 331 and 503(b)(2) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

4. By this Final Application, STRH seeks entry of an order substantially in the form of the proposed order attached hereto as Exhibit D (the “Proposed Order”) (1) granting approval and allowance with respect to the sum of **\$52,220.36** for reimbursement of STRH’s actual and

necessary expenses (the “Expense Reimbursement”), including legal fees, incurred by STRH and expressly reimburseable pursuant to the terms of the Amended Engagement Agreement; (2) authorizing and directing the Debtor to immediately pay STRH the Expense Reimbursement; (3) allowing and authorizing payment of the Expense Reimbursement as a priority administrative expense pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2); and (4) approving the Expense Reimbursement requested under this Final Application and all prior interim awards of compensation, *i.e.*, the Advisory Fee, on a final basis.

### **Background**

5. On May 23, 2016, (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Utah (the “Court”), thereby commencing the above-captioned case (the “Chapter 11 Case”).

6. No trustee or examiner has been appointed in this case. The Debtor is operating its business as a debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

7. In February 2015, the Debtor retained STRH as its investment banker to assist the Debtor in the marketing of its business and assets for sale or merger pursuant to an engagement agreement between the Debtor and STRH (the “Engagement Agreement”). The Engagement Agreement provides for several categories of compensation and reimbursement payable to STRH including, without limitation:

- a. paragraph 2(b) of the Engagement Agreement obligates the Debtor to pay an “Advisory Fee” which is payable to STRH “[a]t the close of a Transaction,” and

b. paragraph 2(f) of the Engagement Agreement provides that, “[i]n addition to any compensation that may be payable to STRH and regardless of whether a Transaction is proposed or consummated, the [Debtor shall pay and reimburse] STRH for all reasonable travel and other out-of-pocket expenses incurred by STRH and for all reasonable legal fees that may be incurred by STRH ....”

8. On June 22, 2016, the Debtor filed an application seeking, inter alia, authorization to retain STRH as investment banker to the Debtor *nunc pro tunc* to the Petition Date (the “June 22 Application,” Docket No. 57), which was subsequently amended via an amendment filed by the Debtor on July 15, 2016 (the “July 15 Amendment,” Docket No. 103) and a supplement filed on July 19, 2016 (the “July 19 Supplement,” together with the June 22 Application and the July 15 Amendment, the “Retention Application”).

9. The Retention Application and the Engagement Agreement, as amended (the “Amended Engagement Agreement”), were approved via this Court’s Order dated August 1, 2016 (the “Retention Order,” Docket No. 147). The Retention Order authorized the Debtor both “to retain and employ STRH as investment banker to the Debtor on the terms set forth in the [Retention] Application and [Amended] Engagement Agreement, effective as of the Petition Date” and “to assume the [Amended] Engagement Agreement, effective as of the Petition Date.”

10. On August 11, 2016, the Court approved the sale of substantially all of the Debtor’s assets to MedLink Technologies, LLC (the “Buyer”) for the purchase price of \$4,350,000 (the “Purchase Price”) via the Order Authorizing the Sale of Assets (the “Sale Order,” Docket No. 160).

11. On August 22, 2016, the Debtor and the Buyer closed the sale contemplated by the Sale Order (the “Sale”).

12. Pursuant to the Amended Engagement Agreement and the Retention Order, and as a result of the closing of the Sale, STRH is entitled to the Advisory Fee and the Expense Reimbursement.<sup>1</sup>

13. On August 23, 2013, STRH filed the *First Application of Suntrust Robinson Humphrey, Inc. for Compensation for Services Rendered As Investment Banker to the Debtor* (the “STRH’s First Fee Application,” Docket No. 179), pursuant to which STRH sought an order of this Court providing: (a) that the Advisory Fee be allowed and awarded to STRH; (b) that the Advisory Fee be allowed as a chapter 11 priority administrative expense pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2); (c) that the Debtor (and its successor-in-interest, if applicable) be authorized and directed to immediately pay STRH the Advisory Fee; and (d) such other and further relief as the Court deemed just and proper.

14. STRH did not seek approval of the Expense Reimbursement via the STRH First Fee Application, but expressly reserved the right to file a future application requesting reimbursement of STRH’s actual and necessary expenses. *See* STRH First Fee Application, ¶ 3.

15. On September 9, 2016, The Court Entered an Order Granting the STRH First Fee Application, authorizing and directing the Debtor to immediately pay STRH the Advisory Fee (the “First Fee Application Order,” Docket No. 203).

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<sup>1</sup> Paragraph 2(b) of the Amended Engagement Agreement obligates the Debtor to pay an “Advisory Fee” which is payable to STRH “[a]t the close of a Transaction,” and paragraph 2(f) of the Amended Engagement Agreement provides that “[i]n addition to any compensation that may be payable to STRH and regardless of whether a Transaction is proposed or consummated, the [Debtor shall pay and reimburse] STRH for all reasonable travel and other out-of-pocket expenses incurred by STRH and for all reasonable legal fees that may be incurred by STRH . . . .”

**Compensation and its Source**

16. All services contemplated by the Amended Engagement Letter and for which final approval of compensation is requested by STRH have been performed for or on behalf of the Debtor.

17. STRH has received no payment and no promises for payment from any source other than the Debtor for services rendered or to be rendered in any capacity whatsoever in connection with matters covered by this Final Application. There is no agreement or understanding for the sharing of compensation to be received for services rendered in the Chapter 11 Case.

**Services Rendered**

18. STRH has provided significant investment banking services, advisory services and other professional services to the Debtor pursuant to the Amended Engagement Agreement and in connection with the Chapter 11 Case including, among other things:

(a) Compiling a list of parties likely to be interested in the Debtor's assets and marketing the Debtor's assets to those parties;

(b) Distributing a "teaser" overview of the Debtor's assets and business operations along with a confidentiality agreement to entities who expressed interest in the Debtor's assets;

(c) Creating a data room wherein all parties who signed a confidentiality agreement were granted access to the data room and could conduct due diligence of the Debtor and its assets;

(d) Pursuing advanced discussions with and receiving and reviewing offers from potential acquirers over three sale processes, one of which resulted in the consummation of the Sale to the Buyer which was approved by the Court via the Sale Order;

(e) Assisting the Debtor in active negotiations with the Buyer concerning the terms of the asset purchase agreement (the “APA”), including whether the Buyer would be entitled to bid protections;

(f) Assisting the Debtor with analysis to determine whether the APA provided the best opportunity for a successful sale transaction;

(g) Contacting additional likely potential purchasers in connection with the sale of the Debtor’s assets after the Debtor’s entry into the APA to solicit bids for higher and better offers; and

(h) Providing additional investment banking services in connection with the marketing and sale of the Debtor’s assets.

19. To the best of STRH’s knowledge, this Application complies with section 330 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable guidelines adopted by the Office of the United States Trustee, and the Local Rules of the United States Bankruptcy Court for the District of Utah.

20. The fees charged in this matter are comparable to or less than those rates that STRH generally charges similar clients for similar services to those rendered to the Debtor under the Engagement Agreement and in connection with the Chapter 11 Case. In addition, STRH

believes that such charges are comparable to amounts which other investment banking firms would normally invoice similar clients for similar services both in and outside of bankruptcy.

**Actual and Necessary Expenses**

21. By order of the Court, the Debtor has assumed the Amended Engagement Agreement. Consistent with standard industry terms and practice, the Amended Engagement Agreement expressly provides that the Debtor shall reimburse “STRH for all reasonable travel and other out-of-pocket expenses incurred by STRH and for all reasonable legal fees that may be incurred by STRH.” STRH has incurred such reimburseable expenses in the aggregate amount of \$52,220.36, which were and are actual and necessary expenses incidental to STRH’s services as a professional to the Debtor.

22. STRH expended a total of \$4,262.46 for reasonable and necessary travel and other out-of-pocket expenses in connection with the services provided by STRH to the Debtor pursuant to the Amended Engagement Agreement and the Retention Order (the “STRH Expenses”). The STRH Expenses are comprised, in part, of travel expenses associated with STRH’s representatives’ attendance, as potential witnesses, at hearings in the Chapter 11 Case in connection with the Sale and other contested matters. An itemization of STRH’s travel and other out-of-pocket expenses is attached hereto as Exhibit A.

23. Additionally, STRH has incurred reasonable legal fees in connection with the Chapter 11 Case and the services provided by STRH to the Debtor pursuant to the Amended Engagement Agreement and the Retention Order. Specifically, STRH has incurred legal fees in the total amount of \$47,957.90 (collectively, the “STRH Legal Fees”), including (a) legal fees and expenses incurred to its local counsel, Cohne Kinghorn, P.C. (“Cohne Kinghorn”), through



September 16, 2016 in the amount of \$5,816.45 (the “Cohne Kinghorn Legal Fees”), and (b) legal fees incurred to its lead counsel, Alston & Bird LLP (“A&B”), through September 16, 2016 in the amount of \$42,141.45 (the “A&B Legal Fees”). Invoices which evidence the Cohne Kinghorn Legal Fees and the A&B Legal Fees, are attached hereto as Exhibit B and Exhibit C, respectively.

24. Thus, as a result of the combined STRH Expenses and STRH Legal Fees, and pursuant to the Amended Engagement Agreement and the Retention Order, STRH is entitled to immediate payment of the Expense Reimbursement in the total amount of **\$52,220.36**.

25. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by STRH is fair and reasonable given (a) the complexity of the Debtor’s business and the marketing and sale process carried out by STRH, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value which accrued to the Debtor’s estate as a result of the consummation of the Sale, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, STRH respectfully seeks entry of an Order, in the form attached as Exhibit D, providing as follows:

- A. that the Expense Reimbursement in the total amount of \$52,220.36 be awarded to STRH for actual and necessary expenses incurred in connection with the services provided by STRH to the Debtor in connection with the Chapter 11 Case;
- B. that the Expense Reimbursement be allowed as chapter 11 priority administrative expenses pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2);
- C. that the Debtor (and its successor-in-interest, if applicable) be authorized and

directed to immediately pay STRH the Expense Reimbursement;

D. that the prior interim award of compensation under the First Fee Application Order (i.e., an award of compensation in the form of the \$525,000 Advisory Fee) for services rendered by STRH to the Debtor, and the Expense Reimbursement additionally requested under this Final Application, be approved and allowed on a final basis; and

E. for such other and further relief as this Court may deem just and proper.

Respectfully submitted this 20th day of September, 2016.

**COHNE KINGHORN, P.C.**

/s/ Matthew M. Boley

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– and –

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*Attorneys for SunTrust Robinson Humphrey, Inc.*

**Exhibit A**

STRH's Travel and Other Out-of-Pocket Expenses

DENNIS CAMPOREALE

<u>Expense Date</u>	<u>Expense Description</u>	<u>Expense Total</u>
7/15/2016	BCD (for booking travel) fee	\$ 13.00
7/16/2016	Car rental tolls	12.56
7/18/2016	BCD (for booking travel) fee	51.00
7/19/2016	Meal	25.16
7/18/2016	Airfare	454.10
7/19/2016	Taxi	28.75
7/19/2016	Taxi	36.95
7/19/2016	Taxi	11.39
7/19/2016	Airfare	1,013.70
7/19/2016	Taxi	56.00
	Sub-Total Dennis Camporeale	\$ 1,702.61

STEPHEN BLUMENREICH

<u>Expense Date</u>	<u>Expense Description</u>	<u>Expense Total</u>
7/8/2016	Airfare	\$ 639.60
7/12/2016	Taxi	60.00
7/12/2016	Meal	16.73
7/12/2016	Taxi	140.39
7/12/2016	Meal	91.65
7/12/2016	Meals	24.32
7/25/2016	Airfare	1,229.88
7/26/2016	Taxi	30.00
7/26/2016	Taxi	129.66
7/26/2016	Parking	15.16
7/27/2016	Taxi	131.22
7/26/2016	Meal	21.24
7/26/2016	Taxi	30.00
	Sub-Total Stephen Blumenreich	\$ 2,559.85

<b>GRAND TOTAL</b>	<b>\$ 4,262.46</b>
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**Exhibit B**

Cohne Kinghorn Fees



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ATTORNEYS AT LAW  
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Page: 1  
August 01, 2016  
Client No: 92379-01M  
Statement No: 277350

Perseon Corporation Bankruptcy

		Hours	
07/18/2016			
JH	Revise the motion and consent of designated counsel (.1); prepare an email to S. Sigler regarding same (.1)	0.20	20.00
JH	Analyze the court calendar and the bankruptcy case docket for upcoming hearings and deadlines, calendar for follow-up	0.20	20.00
MMB	Analyze pro hac application; direct J. Hasty to correct same and to send to S. Sigler for signature	0.20	62.00
07/19/2016			
MMB	Analyze pro hac filings and strategize regarding issues for 7/19/16 hearing	0.20	62.00
MMB	Meet with S. Sigler and D. Camporeale to prepare for the hearing on the employment application, including telephone conferences with D. Leigh (counsel for BE Capital), John Morgan (attorney for the US Trustee), John Straley (Judge Mosier's) clerk; and e-mail correspondence with S. Waterman	1.40	434.00
MMB	Assist S. Sigler and D. Camporeale to prepare for hearing	0.20	62.00
MMB	Attend hearing on SunTrust's employment application	0.90	279.00
MMB	Correspond with S. Sigler regarding the aftermath of the hearing, and availability to attend the auction and/or the sale hearing	0.10	31.00
07/20/2016			
MMB	Analyze docket text minute entries from 7/19/16 hearings; prepare e-mail forwarding same to S. Sigler with recommendation [REDACTED]	0.20	62.00
07/25/2016			
MMB	Analyze correspondence regarding proffer of testimony and declaration in support of sale motion; analyze declaration;		

SunTrust Robinson Humphreys  
 Perseon Corporation Bankruptcy

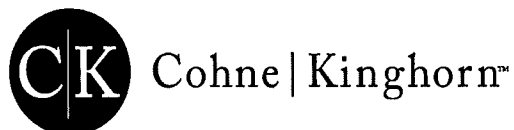
Page: 2  
 August 01, 2016  
 Client No: 92379-01M  
 Statement No: 277350

		Hours	
	strategize regarding same; correspond regarding attendance at hearing and prep meeting	0.40	124.00
07/26/2016			
MMB	Strategize regarding issues for prep and hearing	0.30	93.00
MMB	Attend meeting with Stephen Blumenreich at offices of Dorsey & Whitney to prepare him to testify, including meetings with J. Armington and S. Waterman there; attend sale hearing with S. Blumenreich	2.30	713.00
07/27/2016			
MMB	Analyze e-mail from S. Sigler requesting status update; search bankruptcy docket regarding filings by CEA; prepare e-mail explaining reasons for continuance of sale hearing; prepare follow up e-mail explaining issues relating to S. Blumenreich's proffered testimony and circumstances under which he may need to attend the continued hearing	0.40	124.00
	For Current Services Rendered	7.00	2,086.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>
Matthew M. Boley	6.60
Jennifer Hasty	0.40

07/18/2016	Cost advance - Utah Bankruptcy Court - Fee to File Motion to Appear Pro Hac Vice	250.00
07/19/2016	Cost advance - Jimmy John's - Working Lunch	16.63
	Total Advances	266.63
	Total Current Work	2,352.63
	Balance Due	<u>\$2,352.63</u>



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Atlanta GA 30309

Page: 1  
September 01, 2016  
Client No: 92379-01M  
Statement No: 278169

Perseon Corporation Bankruptcy

		Hours	
08/08/2016			
MMB	Analyze signed order approving client's employment; prepare e-mail forwarding same to S. Sigler and client representatives	0.10	31.00
08/15/2016			
MMB	Analyze motion to convert filed by BE Capital; prepare e-mail transmitting same to S. Sigler and client representatives, with brief commentary	0.20	62.00
08/16/2016			
MMB	Analyze e-mail from S. Sigler regarding intention to file a fee application for SunTrust immediately after the closing; prepare e-mail response with recommendations	0.30	93.00
MMB	Prepare follow up e-mails to S. Sigler regarding timing and procedural issues	0.10	31.00
MMB	Telephone conference with S. Waterman regarding timing and procedure for payment of commissions to SunTrust	0.40	124.00
MMB	Telephone conference with S. Sigler regarding same	0.10	31.00
MMB	Analyze correspondence between S. Sigler and W. Waterman regarding disposition of the flat fee commission and SunTrust's request that it be paid immediately at closing, but willingness to hold the payment in escrow pending entry of an order approving the fees	0.20	62.00
08/18/2016			
MMB	Correspond with S. Sigler regarding issues relevant to SunTrust's fee application, including the reimburseable attorneys fees/expenses amounts.	0.30	93.00
MMB	Analyze draft application and provide comments/suggestions/proposed revisions thereto	0.90	279.00
MMB	Analyze and respond to further correspondence from S. Sigler, and provide recommendations for proceeding with		



SunTrust Robinson Humphreys

Page: 2  
September 01, 2016  
Client No: 92379-01M  
Statement No: 278169

Perseon Corporation Bankruptcy

		Hours	
	the application	0.20	62.00
08/19/2016			
MMB	Analyze e-mails from S. Sigler with comments and proposed strategy on the fee application; analyze revised fee application; strategize regarding same; prepare e-mail response; leave voicemail for S. Sigler	0.40	124.00
MMB	Telephone conference with S. Sigler regarding same	0.30	93.00
MMB	Direct paralegal to prepare draft motion and order to shorten time on fee application	0.10	31.00
08/22/2016			
JH	Prepare a motion to shorten time for hearing STRH's fee application	0.40	40.00
JH	Prepare an order granting motion to shorten time for hearing STRH's fee application	0.20	20.00
MMB	Telephone conference with S. Sigler regarding client's decision on how to proceed with the application	0.10	31.00
MMB	Analyze and revise first interim application; prepare e-mail to S. Sigler regarding same	0.50	155.00
MMB	Analyze and respond to correspondence regarding the closing and wire instructions for C K's trust account	0.20	62.00
08/23/2016			
JH	Telephone conference with Court Clerk regarding hearing on STRH's fee application (.1); Prepare a notice of STRH's first fee application (.2)	0.30	30.00
JH	Prepare a certificate of service for notice of STRH's first fee application	0.10	10.00
MMB	Analyze e-mail from S. Sigler approving the filing of the fee application, and providing comments; analyze and revise draft motion and order to reduce time; coordinate with J. Hasty regarding contacting the court to arrange a hearing	0.40	124.00
08/25/2016			
MMB	Analyze e-mail from N. Parkin regarding receipt of \$525,000 wire; prepare e-mail to S. Sigler, S. Blumenreich and D. Camporeale regarding same	0.10	31.00
08/28/2016			
MMB	Analyze Order expediting hearing and shortening deadline for objections on STRH's 1st fee application; strategize regarding deadline to object to B.E. Capital's motion to convert; prepare e-mail forwarding the order shortening time to S. Sigler and client representatives together with copies of the fee application, notice of hearing and other Perseon filings, and discussing the motion to convert and other matters of import to STRH; correspond further with S.		

SunTrust Robinson Humphreys

Page: 3  
September 01, 2016  
Client No: 92379-01M  
Statement No: 278169

Perseon Corporation Bankruptcy

		Hours	
	Sigler regarding the same, regarding anticipated response to the conversion motion and regarding responsibility to cover the 9/8/16 hearing	0.50	155.00
08/31/2016			
MMB	Analyze draft limited objection to the motion to convert as prepared by S. Sigler; prepare redline version proposing revisions and additions; prepare e-mail transmitting same to S. Sigler	1.20	372.00
MMB	Analyze follow up e-mail from S. Sigler with final form of limited objection for filing; direct J. Hasty regarding same	0.10	31.00
	For Current Services Rendered	7.70	2,177.00

Recapitulation

Timekeeper	Hours
Matthew M. Boley	6.70
Jennifer Hasty	1.00

Expenses

	Pacer - Court Electronic Fee	3.20
	Total Expenses Thru 08/31/2016	3.20
08/25/2016	Cost advance - Orange LT, LLC Invoice # 45-10938 - Litigation Copy Service	219.62
	Total Advances	219.62
	Total Current Work	2,399.82
	Previous Balance	\$2,352.63
08/17/2016	Payment - check # 310476	-2,352.63
	Balance Due	<u>\$2,399.82</u>

Your trust account #1 balance is

Opening Balance	\$0.00
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SunTrust Robinson Humphreys

Page: 4  
September 01, 2016  
Client No: 92379-01M  
Statement No: 278169

Perseon Corporation Bankruptcy

08/24/2016	Deposit - Incoming wire (Dorsey & Whitney)	525,000.00
	Closing Balance	<u>\$525,000.00</u>



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Page: 1  
September 19, 2016  
Client No: 92379-01M  
Statement No: 278170

Perseon Corporation Bankruptcy

		Hours	
09/01/2016			
MMB	Analyze correspondence from S. Sigler regarding extension for B.E. Capital to file a reply; strategize regarding potential stipulation to resolve SunTrust's limited objection; prepare e-mail to S. Sigler regarding same; analyze and respond to follow up e-mail; analyze voicemail from S. Sigler regarding her conversation with BE Capital's attorney; prepare follow up e-mail to acknowledge same	0.30	93.00
09/08/2016			
MMB	Prepare for hearing on first fee application	0.20	62.00
MMB	Attend hearing and present fee application for approval by the bankruptcy court	0.80	248.00
MMB	Prepare e-mail to S. Sigler, S. Blumenreich and D. Camporeale regarding approval of fee application and requesting disbursement instructions for the \$525,000 previously wired by Perseon to the Cohne Kinghorn, P.C. trust account	0.20	62.00
09/09/2016			
MMB	Analyze daily CM/ECF notice for entry of order approving fee application; check bankruptcy docket regarding same; prepare follow up e-mail to client advising that order has not yet been entered; provide wire instructions for delivery of \$525,000 upon entry of the order	0.20	62.00
09/14/2016			
JH	Prepare initial drafts of the notice of STRH's final fee application and certificate of service	0.10	10.00
MMB	Prepare e-mail to S. Sigler reminding her of [REDACTED] [REDACTED]; analyze e-mail response confirming [REDACTED]		

SunTrust Robinson Humphreys

Page: 2  
September 19, 2016  
Client No: 92379-01M  
Statement No: 278170

Perseon Corporation Bankruptcy

		Hours	
	[REDACTED]; correspond regarding timing of filing of anticipated second and final fee application	0.20	62.00
09/16/2016			
MMB	Analyze and suggest revisions to draft 2nd and Final Application for reimbursement of expenses, and to proposed order; prepare e-mail forwarding suggestions to S. Sigler	1.20	372.00
MMB	Strategize regarding potential objections, including [REDACTED]		
	[REDACTED]; prepare e-mail to S. Sigler regarding same	0.30	93.00
	For Current Services Rendered	3.50	1,064.00
	Recapitulation		
	<u>Timekeeper</u>	<u>Hours</u>	
	Matthew M. Boley	3.40	
	Jennifer Hasty	0.10	
	Total Current Work		1,064.00
	Previous Balance		\$2,399.82
	Balance Due		<u>\$3,463.82</u>

Your trust account #1 balance is

09/09/2016	Opening Balance	\$525,000.00
	Outgoing wire	
	PAYEE: SunTrust Robinson Humphrey	-525,000.00
	Closing Balance	<u>\$0.00</u>

The information contained in this statement is privileged information intended only for the recipient. If you are not the intended recipient, any dissemination, distribution, or copying is strictly prohibited. **Federal Tax ID #87-0494776.**

**Exhibit C**

A&B Fees

ATLANTA  
CHARLOTTE  
DALLAS  
LOS ANGELES  
NEW YORK  
RESEARCH TRIANGLE  
SILICON VALLEY  
WASHINGTON, DC  
BEIJING  
BRUSSELS

*ALSTON & BIRD LLP*

ONE ATLANTIC CENTER  
1201 WEST PEACHTREE STREET  
ATLANTA, GA 30309-3424  
(404) 881-7000  
FAX: (404) 881-7777  
[www.alston.com](http://www.alston.com)

Tax ID # 58-0137615

PLEASE SEND PAYMENT WITH REMITTANCE COPY TO:

P. O. BOX 933124  
ATLANTA, GA 31193-3124

Mr. Braden A. Willis  
SunTrust Robinson Humphrey, Inc.  
3333 Peachtree Road, NE, 6<sup>th</sup> Floor  
Atlanta, GA 30326

June 7, 2016  
Client: 001833  
Matter: 470720  
Invoice #: 10816429  
AARON DIXON

---

**INVOICE SUMMARY**

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Re: Heatwave

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Services Billed	\$903.00
Other Charges	\$0.00
<b>Total</b>	<b>\$903.00</b>

**TERMS: DUE UPON RECEIPT**

## ELECTRONIC FUNDS TRANSFER INFORMATION

**Wells Fargo Bank N.A.**, 171 17<sup>th</sup> Street, 7<sup>th</sup> Floor, Atlanta, Georgia 30363

For the Account Of: Alston &amp; Bird LLP

ACH ROUTING#: 061000227 **WIRE ROUTING#: 121000248**Account #: 2000016952111 **Swift Code: WFBUS6S**

PLEASE REFERENCE INVOICE NUMBER(S) ON WIRE

Remittance information can be e-mailed to [ar@alston.com](mailto:ar@alston.com)

Services or other charges, which either have not been received or processed will appear on a later statement.

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Re: Heatwave

---

DATE	TIMEKEEPER	HOURS	DESCRIPTION
05/24/2016	SAGE SIGLER	0.80	Reviewed the docket and status of the Perseon bankruptcy case; conferred with A. Humphreys and A. Mangal regarding the same.
05/26/2016	SAGE SIGLER	0.60	Conferred with A. Mangal regarding status and revised draft email to Perseon regarding retention of STRH.

**Total This Invoice****\$903.00**



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3333 Peachtree Road, NE, 6th Floor  
Atlanta, GA 30326

August 12, 2016  
Client: 001833  
Matter: 470720  
Invoice #: 10829994  
AARON DIXON

**INVOICE SUMMARY**

Re: Heatwave

Services Billed	\$26,247.50
Other Charges	\$1,500.87
<b>Invoice Total</b>	<b>\$27,748.37</b>

TERMS: DUE UPON RECEIPT

## ELECTRONIC FUNDS TRANSFER INFORMATION

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August 12, 2016  
 Client: 001833  
 Matter: 470720  
 Invoice #: 10829994  
 AARON DIXON

Re: Heatwave

DATE	TIMEKEEPER	HOURS	DESCRIPTION
06/01/2016	SAGE SIGLER	0.30	Reviewed case status and motion to sell and email to the STRH team regarding the same.
06/08/2016	SAGE SIGLER	0.50	Reviewed Perseon bankruptcy docket and status; conferred with Amit Mangal regarding revised retention agreement; email to Dorsey team regarding the same.
06/10/2016	SAGE SIGLER	0.20	Conferred with Amit Mangal regarding status; email to the Dorsey team regarding the same.
06/13/2016	AARON DIXON	1.20	Draft amendment to engagement letter.
06/13/2016	SAGE SIGLER	0.30	Reviewed proposed revisions to the Perseon retention papers; conferred with Amit Mangal regarding the same.
06/14/2016	AARON DIXON	0.30	Review revised engagement letter.
06/14/2016	SAGE SIGLER	1.20	Revisions to the retention application and declaration and emails and calls with Amit Mangal and Adam Humphreys regarding the same; email to the Dorsey team regarding revisions.
06/15/2016	SAGE SIGLER	0.20	Finalized retention papers.
06/16/2016	SAGE SIGLER	0.20	Conferred with Amit Mangal regarding status of the amended engagement letter and retention papers; followed up with Jeff Armington regarding the same.
06/17/2016	SAGE SIGLER	0.20	Finalized amendment to engagement letter and emails with the SunTrust and Dorsey teams regarding the same.
06/21/2016	SAGE SIGLER	0.10	Conferred with Amit Mangal regarding the status of STRH's retention.
06/22/2016	SAGE SIGLER	0.30	Reviewed case status including sale motion; conferred with Dorsey team regarding finalization of the application to retain STRH; reviewed as-filed application and provided the same to STRH.
06/24/2016	SAGE SIGLER	0.30	Further review of docket and case status including notice of hearings and motion to shorten time; emails with Amit Mangal regarding the same.
06/29/2016	SAGE SIGLER	0.20	Conferred with Amit Mangal regarding status and next steps.
06/30/2016	SAGE SIGLER	0.80	Calls and emails with Amit Mangal regarding the hearing on the retention application and the sale process going forward.
07/05/2016	SAGE SIGLER	0.20	Conferred with Amit Mangal regarding sale process.

August 12, 2016  
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Matter: 470720

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Page 3 of 5  
Invoice #: 10829994

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DATE	TIMEKEEPER	HOURS	DESCRIPTION
07/06/2016	SAGE SIGLER	0.30	Conferred with STRH team regarding sale process and marketing efforts; review of presentation regarding the same.
07/07/2016	SAGE SIGLER	0.30	Conferred with the STRH and Dorsey teams regarding status.
07/08/2016	SAGE SIGLER	1.00	Reviewed and analyzed objection to application to retain STRH and Dorsey and conferred with the STRH team regarding the same.
07/11/2016	SAGE SIGLER	1.00	Call with STRH and Dorsey teams regarding sale process and retention hearings.
07/12/2016	SAGE SIGLER	0.40	Conferred with the STRH team regarding the hearing on retention and next steps.
07/13/2016	SAGE SIGLER	1.20	Calls and emails with Stephen Blumenreich and Steve Waterman regarding BE Capital's objection to STRH's retention; call with counsel to BE Capital regarding the same; further review and analysis of objection to STRH's retention.
07/14/2016	SAGE SIGLER	1.70	Emails with Amit Mangal and Stephen Blumenreich regarding sale process and retention; call with Aaron Dixon and Adam Humphreys regarding the same; review [REDACTED] conferred with Dipesh Patel regarding the foregoing; follow up with Steve Waterman regarding the foregoing.
07/15/2016	SAGE SIGLER	3.90	Conferred with counsel for BE Capital, Perseon and the US Trustee regarding SunTrust's retention and related issues; drafted application supplement in connection with the same; emails and calls with the SunTrust team regarding the foregoing.
07/17/2016	SAGE SIGLER	0.90	Drafted amendment to engagement agreement and emails to the SunTrust team regarding the same; preparation for hearing on retention motion.
07/18/2016	SAGE SIGLER	4.30	Prepared for hearing on retention application; calls with the SunTrust team regarding the same; emails with counsel for BE Capital and the US Trustee regarding the same; conferred with Utah counsel regarding the same and finalized pro hac papers.
07/19/2016	THOMAS CLINKSCALES	1.10	Research to determine [REDACTED]
07/19/2016	LESLIE SALCEDO	0.80	Assist S. Sigler with research re [REDACTED]
07/19/2016	SAGE SIGLER	11.20	Prepared for and appeared for hearing on SunTrust's retention application; follow on discussions with the SunTrust team regarding the same and next steps.
07/19/2016	SAGE SIGLER	4.00	Travel to and from Salt Lake City for hearing on retention application.
07/20/2016	SAGE SIGLER	0.30	Revisions to the order approving SunTrust's retention application.
07/21/2016	SAGE SIGLER	0.30	Finalized proposed retention order with Jeff Armington; conferred with the Dorsey and STRH teams regarding the sale hearing.
07/22/2016	SAGE SIGLER	0.40	Prepared proffer for the sale hearing.
07/24/2016	SAGE SIGLER	0.80	Prepared proffer of Stephen Blumenreich in preparation for the hearing on the sale motion.

August 12, 2016  
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Page 4 of 5  
Invoice #: 10829994

DATE	TIMEKEEPER	HOURS	DESCRIPTION	
07/25/2016	SAGE SIGLER	0.90	Conferred with the SunTrust team regarding the sale hearing and the Blumenreich proffer; revisions to the same; emails with the Dorsey team regarding the foregoing.	
Subtotal Fees				\$26,247.50
OTHER CHARGES:				
07/22/2016	AP - Travel (M&E) subject to IRS Code Sec 274(n) Sage Sigler - Attend hearing in Salt Lake City on July 19, 2016. - 07/19/2016 - Dinner, Breakfast Bank ID: 10 Check Number: 8243160			37.09
07/22/2016 /	AP - Travel (Non M&E) - Sage Sigler - Attend hearing in Salt Lake City on July 19, 2016. - 07/18/2016 - 07/19/2016 - Airfare, Travel Agency Fee, Parking, Car Service/Taxi, Internet Access Fee Bank ID: 10 Check Number: 8243160			1,463.78
Subtotal Other Charges				\$1,500.87
Total This Invoice				\$27,748.37

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Atlanta, GA 30326

September 19, 2016  
Client: 001833  
Matter: 470720  
Invoice #: 10837489  
AARON DIXON

## INVOICE SUMMARY

Re: Heatwave

Services Billed	\$13,469.50
Other Charges	\$20.58
<b>Invoice Total</b>	<b>\$13,490.08</b>

TERMS: DUE UPON RECEIPT

## ELECTRONIC FUNDS TRANSFER INFORMATION

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September 19, 2016  
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 AARON DIXON

Re: Heatwave

DATE	TIMEKEEPER	HOURS	DESCRIPTION
08/01/2016	SAGE SIGLER	0.10	Provided status update to A. Dixon; reviewed the docket to determine case status.
08/02/2016	SAGE SIGLER	0.10	Reviewed case status and order approving SunTrust's retention; email to SunTrust team regarding the same.
08/08/2016	SAGE SIGLER	0.10	Emails with A. Mangal and S. Waterman regarding the sale hearing; call with A. Mangal regarding the same.
08/11/2016	SAGE SIGLER	0.20	Conferred with A. Mangal and J. Armington regarding sale status and payment to SunTrust.
08/12/2016	SAGE SIGLER	0.30	Prepared fee application for STRH.
08/14/2016	THOMAS CLINKSCALES	3.20	Review documents relevant to STRH fee application; draft fee application.
08/15/2016	SAGE SIGLER	0.70	Reviewed and analyzed motion to convert case to Chapter 7 in the context of SunTrust's fees; advised STRH team regarding the same; emails with STRH team regarding fee application; conferred with A. Dixon regarding the foregoing.
08/16/2016	SAGE SIGLER	1.90	Review and analysis of BE Capital's motion to dismiss relative to STRH's claims; conferred with STRH regarding the fee application process and the potential impact of the BE Capital motion to dismiss; conferred with M. Boley regarding the same; emails with counsel for Perseon regarding the sale closing and payment to STRH; analysis of retention order and engagement letter in connection with the same.
08/17/2016	THOMAS CLINKSCALES	2.00	Review and revise STRH fee application.
08/17/2016	SAGE SIGLER	0.20	Reviewed appellate filings by BE Capital and analyzed potential impact on SunTrust.
08/18/2016	THOMAS CLINKSCALES	1.20	Finalize fee application and submit to S. Sigler.
08/18/2016	SAGE SIGLER	2.80	Finalized STRH's final fee application; emails with STRH regarding the same; revisions to the same; emails with S. Waterman regarding sale closing and payment to STRH.
08/19/2016	SAGE SIGLER	0.60	Conferred with counsel for Perseon regarding the sale closing; analyzed STRH's fee application in the context of the case status and motion to convert; conferred with M. Boley regarding the same.

September 19, 2016  
Client: 001833  
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Page 3 of 4  
Invoice #: 10837489

DATE	TIMEKEEPER	HOURS	DESCRIPTION
08/22/2016	SAGE SIGLER	0.10	Reviewed draft objection to the motion to convert.
08/23/2016	THOMAS CLINKSCALES	0.30	Confer with S. Sigler concerning response to motion to convert case to Chapter 7; review motion.
08/23/2016	SAGE SIGLER	0.40	Conferred with A. Mangal and D. Patel regarding [REDACTED] finalized fee application and related papers; conferred with T. Clinkscales regarding response to motion to convert.
08/24/2016	THOMAS CLINKSCALES	1.80	Review documents relevant to response to motion to convert case to chapter 7; draft same.
08/25/2016	THOMAS CLINKSCALES	3.80	Draft limited objection to motion to convert.
08/25/2016	SAGE SIGLER	0.10	Conferred with M. Boley and A. Mangal regarding payment of fees.
08/26/2016	THOMAS CLINKSCALES	1.00	Finalize limited objection to motion to convert and submit to S. Sigler.
08/30/2016	SAGE SIGLER	0.20	Reviewed and revised the objection to BE Capital's motion to convert.
08/31/2016	SAGE SIGLER	0.30	Revised and finalized objection to conversion motion.
09/01/2016	SAGE SIGLER	0.20	Conferred with counsel for BE Capital regarding response deadline and potential language to protect STRH's claim.
09/12/2016	THOMAS CLINKSCALES	0.10	Correspondence with S. Sigler concerning final fee application.
09/13/2016	THOMAS CLINKSCALES	2.10	Review documents pertinent to final fee application; draft same.
09/14/2016	THOMAS CLINKSCALES	2.70	Finalize final fee application and submit same to S. Sigler.
09/14/2016	SAGE SIGLER	0.20	Prepared final fee application.
09/15/2016	THOMAS CLINKSCALES	0.20	Correspondence with S. Sigler concerning final fee application.
09/15/2016	SAGE SIGLER	0.60	Revised final fee application.
09/16/2016	SAGE SIGLER	0.80	Finalized final fee application for filing.

Subtotal Fees \$13,469.50

OTHER CHARGES:

Document Production Charges	14.08
09/13/2016 / Pacer Service Center - August 2016 Billing Period	6.50

Subtotal Other Charges \$20.58

**Total This Invoice \$13,490.08**

**Exhibit D**

Proposed Order



*Order Prepared and Submitted by:*

Matthew M. Boley, Esq. (8536)  
**COHNE KINGHORN, P.C.**  
111 East Broadway, 11<sup>th</sup> Floor  
Salt Lake City, UT 84111  
Telephone: 801-363-4300  
E-mail: mboleym@cohnekinghorn.com

Sage M. Sigler (admitted *pro hac vice*)  
**ALSTON & BIRD LLP**  
One Atlantic Center  
1201 West Peachtree Street  
Suite 4900  
Atlanta, Georgia 30309  
Telephone: 404-881-7000  
Facsimile: 404-881-7777  
Email: sage.sigler@alston.com

*Attorneys for SunTrust Robinson Humphrey, Inc.*

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Judge R. Kimball Mosier

---

**ORDER APPROVING THE SECOND AND FINAL APPLICATION OF  
SUNTRUST ROBINSON HUMPHREY, INC. FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT FOR EXPENSES INCURRED  
AS INVESTMENT BANKER TO THE DEBTOR**

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The Court having considered the Second and Final Application of SunTrust Robinson Humphrey, Inc. for Compensation for Services Rendered and Reimbursement for Expenses Incurred as Investment Banker to the Debtor (the “Final Application”) and the exhibits thereto, and the Court finding that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) notice of STRH’s Final Application was sufficient under the circumstances; (d) the services rendered by STRH and the expenses incurred by STRH for which compensation and reimbursement is requested in the Application were actual, reasonable, and necessary; and (e) the legal and factual bases set forth in the Final Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Final Application shall be, and hereby is, GRANTED in all respects.
2. Pursuant to 11 U.S.C. § 330(a), reimbursement to STRH for actual and necessary expenses incurred in connection with the services provided by STRH to the Debtor in connection with this chapter 11 case shall be, and hereby is, APPROVED and AWARDED to STRH in the total amount of \$52,220.36 (the “Expense Reimbursement”).
3. The Expense Reimbursement shall be, and hereby is, APPROVED and ALLOWED as a priority administrative expense of the Debtor’s estate pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2).
4. The Debtor (and its successor-interest, if applicable) is hereby authorized and directed to immediately pay to STRH the Expense Reimbursement.
5. All prior interim awards of compensation (including the \$525,000 “Advisory Fee” awarded under the Order, dated September 9, 2016 [Docket No. 203]) and the additional

Expense Reimbursement awarded under this Order shall be, and hereby are, APPROVED and ALLOWED on a final basis.

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